

EXHIBIT H

From: Robert Ladd
Sent: Monday, October 15, 2012 8:57 AM EDT
To: Harvey Kesner
CC: Jay Kaplowitz; Arthur Marcus
Subject: Re: MGT docs

Just had breakfast with BH.

He agrees: ROFR on any financing, including dilutive. But no ratchets.

Robert Ladd
President and CEO
MGT Capital Investments, Inc.
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(914) 643-6855 cell

On Oct 15, 2012, at 8:52 AM, "Harvey Kesner" <hkesner@SRFF.COM> wrote:

> I haven't.
>
> Sent from my iPhone
>
> On Oct 14, 2012, at 11:32 PM, "Robert Ladd" <rladd@mgtci.com> wrote:
>
>> This provision is basically a full price ratchet and cannot be included.
>> It will blow the equity component.
>>
>> The investors' ability to consume any future financing is their partial
>> protection. Again, this is an equity deal, with risk of loss. It is not
>> a structured financing.
>>
>> I am meeting Barry in the morning and will tell him what's going on.
>> Given the limited investor list outside of Barry and his brother, it isn't
>> difficult to figure out where this provision came from.
>>
>> Harvey, have you told Barry about this?
>>
>> Rob
>>
>>
>>
>> MGT Capital Investments, Inc. (NYSE-Amex: MGT)
>>
>> Robert B. Ladd CFA
>> President and CEO
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>>
>> AIM: laddcap
>>

>>
>>
>>
>>
>> On 10/14/12 9:00 PM, "Harvey Kesner" <hkesner@SRFF.COM> wrote:
>>
>>> If the company values itself less than is indicated by the \$3 per unit in
>>> this raise and accepts lower money, the investors "arguably" overpaid and
>>> are being penalized for coming in early and helping the co. I find that
>>> most of the funding that we see today for small cap cos has this feature
>>> to encourage early investors not be dissuaded or have a complex and
>>> lengthy valuation negotiation at this stage, given they know they are
>>> protected. The co does not ever have to take cheaper money that lowers
>>> the valuation, but if it does they get the benefit of the lower
>>> valuation.
>>>
>>> Harvey
>>>
>>> -----Original Message-----
>>> From: Arthur Marcus
>>> Sent: Sunday, October 14, 2012 8:58 PM
>>> To: Harvey Kesner
>>> Cc: Robert Ladd; Tara Guarneri-Ferrara; Jay Kaplowitz; Robert Traversa
>>> Subject: Re: MGT docs
>>>
>>> It kind of has the effect of a full ratchet though
>>>
>>> Sent from my iPhone
>>>
>>> On Oct 14, 2012, at 8:56 PM, "Harvey Kesner" <hkesner@SRFF.COM> wrote:
>>>
>>>> Hi Robb, I understand some of the early money has sought the MFN right
>>>> be added, that is if there is a raise in next x months below the
>>>> conversion price, they get adjusted what they have stated would
>>>> apply ONLY if you raise money lower than the value of these
>>>> units/conversion price of these warrants (ie, not a toxic). I realize
>>>> this is not in the term sheet. I think you will want to discuss this
>>>> with Barry directly, but we all acknowledge its not directly in the term
>>>> sheet.
>>>>
>>>> -----Original Message-----
>>>> From: Robert Ladd [mailto:rladd@mgtci.com]
>>>> Sent: Sunday, October 14, 2012 7:31 PM
>>>> To: Tara Guarneri-Ferrara
>>>> Cc: Jay Kaplowitz; Arthur Marcus; Robert Traversa; Harvey Kesner
>>>> Subject: MGT docs
>>>>
>>>> Hi Tara,
>>>>
>>>> My Sichenzia guys are traveling or having computer problems!
>>>>
>>>> I have seen two documents: the Subscription Agreement for the
>>>> preferred and the Reg. Rights Agreement.
>>>>
>>>> Both look in order and it is very refreshing to have such
>>>> straightforward and short docs.

>>>>
>>>> Were there any other documents ready to review that I may have missed
>>>> today?
>>>>
>>>> Thanks.
>>>>
>>>> Rob
>>>>
>>>>
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>>>> On 10/14/12 4:54 PM, "Arthur Marcus" <amarcus@srff.com> wrote:
>>>>
>>>>> I reviewed the sin aft and only had the following comments:
>>>>> As per the term sheet, the only anti- dilution should be for stock
>>>>> splits recaps etc take out most favored nation provision The fees for
>>>>> the ir are not being segregated out of the closing proceeds We don't
>>>>> want the penalty for non- effectiveness of reg st filing penalty is ok.
>>>>> Need to realize potential 415 issue
>>>>>
>>>>> I am traveling today so I have limited access.
>>>>>
>>>>> Sent from my iPhone
>>>>>
>>>>> On Oct 14, 2012, at 4:08 PM, "Tara Guarneri-Ferrara"
>>>>> <tguarneri-ferrara@SRFF.COM> wrote:
>>>>>
>>>>>> No there was no password
>>>>>>
>>>>>> Sent from my iPad
>>>>>>
>>>>>> On Oct 14, 2012, at 4:06 PM, "Jay Kaplowitz" <jKaplowitz@srff.com>
>>>>>> wrote:
>>>>>>
>>>>>>> I made notes on your sub doc. When I went to save and send they all
>>>>>>> got erased (there were not that many). My wife said your document
>>>>>>> may be pass word protected. Is that the case.
>>>>>>
>>>>>>> Sent from my iPhone
>>>>>>> Jay M, Kaplowitz
>>>>>

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>>>> service.
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>>>>
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>>>> _____
>>>> -
>>>>
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>>>> received it in error, please notify the sender immediately and delete
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